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Attorneys for the Arbitrage Plaintiffs and Proposed Lead Counsel

**UNITED STATES DISTRICT COURT
NORTHERN DISTRICT OF CALIFORNIA
SAN FRANCISCO DIVISION**

CHRISTOPHER L. SAYCE, Individually and On
Behalf of All Others Similarly Situated,

Plaintiff,

vs.

FORESCOUT TECHNOLOGIES, INC.,
MICHAEL DECESARE, AND CHRISTOPHER
HARMS,

Defendants.

Case No. 3:20-CV-00076-SI

**DECLARATION OF MARC M.
SELTZER**

DATE: Friday, November 6, 2020
TIME: 10:00 a.m.
Courtroom 1, 17th Floor

1 I, Marc M. Seltzer, declare as follows:

2 1. I am an active member of the State Bar of California and a member of the bar of this
3 Court. I am a partner of the law firm Susman Godfrey L.L.P., counsel to The Arbitrage Fund,
4 Water Island Levarb Fund, LP; Water Island Diversified Event-Driven Fund; Water Island Merger
5 Arbitrage Institutional Comingled Master Fund LP; and Altshares Merger Arbitrage ETF (the
6 “Water Island Funds”); together with S. Muoio & Co. LLC and Amethyst Arbitrage International
7 Master Fund (with the Water Island Funds, the “Arbitrage Plaintiffs”) in this action. I have personal
8 knowledge of the matters stated herein and if called as a witness could and would competently
9 testify thereto.

10 2. I make this declaration in support of the Arbitrage Plaintiffs’ Motion for Appointment
11 as Lead Plaintiffs and for Approval of Selection of Lead Counsel.

12 3. Attached hereto as “Exhibit A” is a true and correct copy of the Joint Declaration of
13 the Water Island Funds, S. Muoio & Co. LLC and Amethyst Arbitrage International Master Fund.

14 4. Attached hereto as “Exhibit B” is a table showing the Arbitrage Plaintiffs’ estimated
15 losses and damages, as well as their total shares purchased and funds expended during the Class
16 Period.

17 5. Attached hereto as “Exhibit C” is a true and correct copy of Pomerantz LLP’s July 29,
18 2020 PSLRA notice, titled “Pomerantz Law Firm Announces the Filing of a Class Action against
19 Forescout Technologies Inc. and Certain Officers – FSCT.” This notice is available at
20 [https://www.prnewswire.com/news-releases/pomerantz-law-firm-announces-the-filing-of-a-class-](https://www.prnewswire.com/news-releases/pomerantz-law-firm-announces-the-filing-of-a-class-action-against-forescout-technologies-inc-and-certain-officers--fsct-301102675.html)
21 [action-against-forescout-technologies-inc-and-certain-officers--fsct-301102675.html](https://www.prnewswire.com/news-releases/pomerantz-law-firm-announces-the-filing-of-a-class-action-against-forescout-technologies-inc-and-certain-officers--fsct-301102675.html).

22 6. Attached hereto as “Exhibit D” is Susman Godfrey L.L.P.’s firm resume.

23 7. Attached hereto as “Exhibit E” is Entwistle & Cappucci LLP’s firm resume.

24 8. Attached hereto as “Exhibit F” is Labaton Sucharow LLP’s firm resume.

1 I hereby declare under penalty of perjury under the laws of the United States that the
2 foregoing is true and correct to the best of my knowledge.

3 Executed this 28th day of September, 2020, at Los Angeles, California.

4 /s/ Marc M. Seltzer

5 Marc M. Seltzer